

**UNANIMOUS CONSENT OF THE MANAGERS
OF W.S. MINERAL HOLDINGS, LLC
IN LIEU OF SPECIAL MEETING**

Effective as of June 4, 2011

The undersigned, being the managers (the "Managers") of W.S. Mineral Holdings, LLC, a Texas limited liability company (the "Company"), acting pursuant to the provisions of the Texas Business Organizations Code and that certain Company Agreement of the Company (the "Company Agreement"), do hereby waive notice of the time, place, and purpose of a meeting, and do hereby consent, acting without the necessity of a special meeting, to the adoption of the following Resolutions, which shall have the same force and effect as if adopted at a formal special meeting of the managers of the Company, duly called and held for the purpose of acting upon proposals to adopt the following Resolutions:

RESOLVED, the Managers do hereby approve, authorize, ratify and confirm that the Company file a Chapter 11 bankruptcy proceeding with the United States Bankruptcy Court for the Northern District of Texas, Dallas Division, or such other court having jurisdiction over bankruptcy cases pursuant to the Bankruptcy Reform Act of 1978, as amended, and codified at title 11 of the United States Bankruptcy Code.

FURTHER RESOLVED, the Managers do hereby approve, authorize, ratify and confirm that Jeff Shirley may, acting alone or in concert with others, (i) take any and all actions he or they reasonably and in good faith deem necessary or appropriate in connection with the bankruptcy and plan of reorganization (the "Bankruptcy") of the Company, provided such actions are consistent therewith; and (ii) now and in the future execute such necessary, advisable, or appropriate documents and agreements in connection and consistent with the Bankruptcy, including, but not limited to, any and all filings required by the United States Bankruptcy Code and/or the Federal Rules of Bankruptcy Procedure, consents, acknowledgements, and agreements, as may be reasonably and in good faith necessary or required in connection with the foregoing matters, all on such terms as Jeff Shirley shall deem appropriate in his sole discretion, provided such terms are consistent with the authorizations granted herein.

FURTHER RESOLVED, that the Managers do hereby, authorize, ratify and approve all actions heretofore taken by Jeff Shirley, to the extent consistent with the foregoing, and all things done by his authority with respect to the Bankruptcy.


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SIGNED to be effective as of the date first written above.


MEMBERS:

Centamtar Terras, LLC

By: CTMGT, LLC, its Manager

By: 
Mehrdad Moayed, Sole Member and
Manager

CTMGT, LLC

By: 
Mehrdad Moayed, Sole Member and
Manager